

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
<b>In re</b>	:
	:
<b>SEARS HOLDINGS CORPORATION, <i>et al.</i>,</b>	:
	:
	:
<b>Debtors.<sup>1</sup></b>	:
-----X	

**Chapter 11**  
**Case No. 18-23538 (RDD)**  
**(Jointly Administered)**

**AFFIDAVIT OF SERVICE**

I, Nora Hafez, depose and say that I am employed by Prime Clerk LLC (“***Prime Clerk***”), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On October 21, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served by (1) the method set forth on the Master Service List attached hereto as **Exhibit A** and (2) via first class mail on the Additional Claimants Service List attached hereto as **Exhibit B**:

- Debtors’ Omnibus Reply to All Motions for Allowance and/or Payment of Administrative Expense Claims [Docket No. 5430]

*(This space is intentionally left blank)*

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

On October 21, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served by (1) the method set forth on the Master Service List attached hereto as Exhibit A and (2) via first class mail on the Additional Parties Service List attached hereto as Exhibit C:

- Debtors' Response to Limited Objection and Reservation of Rights of Transform Holdco LLC to the Proposed Stipulation and Order by and among the Village of Hoffman Estates, the Debtors, and the Community Unit School District 300 Concerning 2017 EDA Funds held in the Special Tax Allocation Fund (ECF No. 5322) [Docket No. 5432]

On October 21, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served by the method set forth on (1) the Master Service List attached hereto as Exhibit A and (2) via first class mail on the Additional Parties Service List attached hereto as Exhibit D:

- Notice of Presentment of (Proposed) Stipulation, Agreement, and Order between the Debtors and Santa Rosa Mall, LLC Granting Limited Relief from the Automatic Stay [Docket No. 5435]

Dated: October 24, 2019

Nora Hafez

State of New York  
County of New York

Subscribed and sworn to (or affirmed) before me on October 24, 2019, by Nora Hafez, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: \_\_\_\_\_

JAMES A. MAPPLETHORPE  
Notary Public, State of New York  
No. 01MA6370846  
Qualified in New York County  
Commission Expires February 12, 2022

**Exhibit A**

Exhibit A  
Master Service List  
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to State of Michigan, Department of Treasury	AG and Assistant AG for the State of Michigan, Dept. of Treasury	Attn: Dana Nessel, Juandisha M. Harris 3030 W. Grand Blvd. Cadillac Place, Ste. 10-200 Detroit MI 48202	harrisj12@michigan.gov	Email
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Attorneys for Aldine Independent School District	Aldine Independent School District	Attn: Pamela H. Walters, Johnetta Lang 2520 W.W. Thorne Drive Houston TX 77073	bnkatty@aldineisd.org	Email
As Agent Bayview Loan Servicing, LLC, the Bank of New York Mellon FKA the Bank of New York	Aldridge Pite, LLP	Attn: Jenelle C. Arnold 4375 Jutland Drive, Suite 200 P.O. Box 17933 San Diego CA 92177-0933	jarnold@aldridgepite.com	Email
Counsel to Morneau Shepell Ltd., in its capacity as administrator of the Sears Canada Inc. Registered Pension Plan	Allen & Overy LLP	Attn: Laura R. Hall & Joseph Badtke-Berkow 1221 Avenue of the Americas New York NY 10020	laura.hall@allenoverly.com joseph.badtke-berkow@allenoverly.com	Email
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Counsel to Twentieth Century Fox Home Entertainment LLC	Alston & Bird LLP	Attn: Leib M. Lerner 333 South Hope Street 16th Floor Los Angeles CA 90071	leib.lerner@alston.com	Email
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Exhibit A  
Master Service List  
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to IQ9-200 SW C Ave, LLC (“SW LLC”) and U.S. Bank, National Association as Trustee, Successor-in-interest to Bank of America, N.A., as Trustee, Successor-by-merger to LaSalle Bank National Association, as Trustee for Morgan Stanley Capital I Inc., Commercial Mortgage Pass-Through Certificates, Series 2005-IQ9	Aronauer & Yudell, LLP	Attn: Joseph Aronauer, Esq. One Grand Central Place 60 East 42nd Street, Suite 1420 New York NY 10165	jaronauer@ayllp.com	Email
Counsel to Shinn Fu Company of America, Inc.	Ashford – Schael LLC	Attn: Courtney A. Schael, Esq. 100 Quimby Street Suite 1 Westfield NJ 07090	CSchael@AshfordNJLaw.com	Email
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Exhibit A  
Master Service List  
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Exhibit A  
Master Service List  
Served as set forth below

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Counsel to Hansae Co. Ltd., Kin Properties, Inc.; Aleff LLC; Arcolo Limited Partnership; Cansan Company, LLC; Fairsan Company LLC; Floreff LLC; Fundamentals Co LLC; Greenmich LLC; Hareff LLC; Hillsborough Associates; Jeffrey Sandelman, Alison Schreier and Tracey Brewer, Successor Co-Trustees of the Pasan Trust; Mantkin LLC; Musue LLC; Nathan Alison LLC; Sugencole LLC; Sugengran LLC; Sugengran LLC; and Sugensteve LLC	Blank Rome LLP	Attn: Stanley B. Tarr, Evan J. Zucker 1271 Avenue of the Americas New York NY 10020	Tarr@BlankRome.com EZucker@BlankRome.com	Email
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Counsel to Amanda Gonzales	Borah, Goldstein, Altschuler, Nahins & Goidel, P.C.	Attn: Jeffrey C. Chancas 377 Broadway New York NY 10013		First Class Mail

Exhibit A  
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Exhibit A  
Master Service List  
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Counsel to SHLD Lendco, LLC	Cahill Gordon & Reindel LLP	Attn: Joel H. Levitin, Richard A. Stieglitz Jr. Eighty Pine Street New York NY 10005	jlevitin@cahill.com rstieglitz@cahill.com	Email
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Counsel to the Bank of New York Mellon Trust Company and the Chase Manhattan Bank, N.A., Successor Trustees for the SRAC Unsecured PIK Notes (Top 20 Unsecured Creditor), SRAC Unsecured Notes, and the SRAC Medium Term Notes (Top 5 Secured Creditor)	Carter Ledyard & Milburn LLP	Attn: James Gadsden, Esq. 2 Wall Street New York NY 10005	gadsden@clm.com bankruptcy@clm.com Dennis.roemlein@bnymellon.com	First Class Mail and Email
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United States Bankruptcy Court for the Southern District of New York	Chambers of Honorable Robert D. Drain	Sears Chambers Copy US Bankruptcy Court SDNY 300 Quarropas Street, Room 248 White Plains NY 10601		Overnight Mail

Exhibit A  
Master Service List  
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Exhibit A  
Master Service List  
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Trustee for the Second Lien PIK Notes, the Holdings Unsecured Notes (8.00%), and the Holdings Unsecured PIK Notes (8.00%), and Top Creditor	Computershare Trust Company, N.A.	Attn: Michael A. Smith, Vice President – Corporate Trust 2950 Express Drive South, Suite 210 Islandia NY 11749	Michael.smith2@computershare.com	First Class Mail and Email
Counsel to IRC Marketplace at Six Corners, L.L.C. and IRC Park Center Plaza, L.L.C.	Connolly Gallagher LLP	Attn: Karen C. Bifferato, Kelly M. Conlan, N. Christopher Griffiths The Brandywine Building 1000 West Street, Suite 1400 Wilmington DE 19801	kbifferato@connollygallagher.com kconlan@connollygallagher.com cgriffiths@connollygallagher.com	Email
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Securities and Exchange Commission - Regional Office	Securities & Exchange Commission – NY Office	Attn: Bankruptcy Department Brookfield Place 200 Vesey Street, Suite 400 New York NY 10281-1022	bankruptcynoticeschr@sec.gov	First Class Mail and Email
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Exhibit A  
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Successor Trustee for the SRAC Unsecured PIK Notes, SRAC Unsecured Notes, and the SRAC Medium Term Notes	The Bank of New York Mellon Trust Company	Attn: Corporate Trust Administration 101 Barclay St., Floor 8W New York NY 10286		First Class Mail
Counsel to Stockton Mariposa LLC	The Law Office of Thomas A. Farinella, P.C.	Attn: Thomas A. Farinella, Esq. 260 Madison Avenue Suite 8090 New York NY 10016	tf@lawtaf.com	Email
Top 5 Secured Creditor and Pension Benefit Guaranty Corporation ("PBGC")	The Pension Benefit Guaranty Corporation (PBGC)	Attn: Judith Starr, Kartar S. Khalsa, William McCarron, Jr., & Adi Berger, Director Office of the General Counsel 1200 K Street, N.W. Washington DC 20005-4026	Starr.Judith@pbgc.gov mccarron.william@pbgc.gov efile@pbgc.gov	First Class Mail and Email
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Counsel to the Movant, Martha G. West	Tirelli Law Group, LLC	c/o Linda M. Tirelli, Esq. 50 Main Street, Suite 1265 White Plains NY 10606	ltirelli@tw-lawgroup.com	Email
Top 20 Unsecured Creditor	TJ Tianxing Kesheng Leather Products Co Ltd	Attn: Power Wang No. 2 Jianshe Road Baodi District Tianjin Tianjin 301800 China	powerwangtxks@vip.126.com	First Class Mail and Email

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Counsel to Debtors	Weil, Gotshal & Manges LLP	Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Garrett A. Fail, Sunny Singh, Jared R. Friedmann, Jessie B. Mishkin, Esq. 767 Fifth Avenue New York NY 10153	ray.schrock@weil.com garrett.fail@weil.com jacqueline.marcus@weil.com sunny.singh@weil.com JeriLeigh.Miller@weil.com jessica.liou@weil.com Paloma.VanGroll@weil.com Jared.Friedmann@weil.com Jessie.Mishkin@weil.com	Email
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Indenture Trustee for the Second Lien Notes	Wilmington Trust, National Association	Attn: Sears Holdings Corp. Administrator Corporate Capital Markets 50 South Sixth Street, Suite 1290 Minneapolis MN 55402		First Class Mail
Counsel to Wilmington Trust, National Association, as indenture trustee and collateral agent	Wilmington Trust, National Association	Attn: Steven Cimalore, Vice President Rodney Square North 1100 North Market Street Wilmington DE 19890-0001	scimalore@wilmingtontrust.com	Email
Counsel to Eastview Mall, LLC, Greece Ridge, LLC & The Marketpalce	Wilmorite Management Group LLC	Attn: Donald C. Cowan, Jr. 1265 Scottsville Road Rochester NY 14624		First Class Mail



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**Exhibit B**

Exhibit B  
Additional Claimants Service List  
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Aronauer & Yudell, LLP	Attn: Joseph Aronauer	One Grand Central Place	60 East 42nd Street	Suite 1420	New York	NY	10165	First Class Mail
Aronauer & Yudell, LLP	Attn: Joseph Aronauer	One Grand Central Place	Suite 1420	60 East 42nd Street	New York	NY	10165	First Class Mail
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Eckert Seamans Cherin & Mellott, LLC	Attn: Christopher F. Graham and Sarah H. Morrissey	10 Bank Street	Suite 700		White Plains	NY	10606	First Class Mail
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Ferraiuoli LLP	Attn: Gustavo A. Chico-Barris	221 Ponce de León Avenue	5th Floor		San Juan	PR	00917	First Class Mail
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Fredrikson & Byron, P.A.	Attn: James C. Brand	200 South Sixth Street	Suite 4000		Minneapolis	MN	55402	First Class Mail
Godfrey & Kahn, S.C.	Attn: Timothy F. Nixon	200 South Washington Street	Suite 100		Green Bay	WI	54301-4298	First Class Mail
Godfrey & Kahn, S.C.	Attn: Erin A. West	One East Main Street	Suite 500		Madison	WI	53703	First Class Mail
Greenberg Traurig, LLP	Attn: Leo Muchnik	200 Park Avenue			New York	NY	10166	First Class Mail
Halperin Battaglia Benzija, LLP	Attn: Donna H. Lieberman	40 Wall Street	37th Floor		New York	NY	10005	First Class Mail
Johnson, Pope, Bokor, Ruppel & Burns, Llp	Attn: Angelina E. Lim and Alberto "Al" F. Gomez, Jr.	401 E. Jackson Street	Ste. 3100		Tampa	FL	33602	First Class Mail
Law Firm Of Russell R. Johnson III, PEC	Attn: Russell R. Johnson III and John M. Craig	2258 Wheatlands Drive			Manakin-Sabot	VA	23103	First Class Mail
Law Firm Of Russell R. Johnson III, PEC	Attn: Russell R. Johnson III and John M. Craig	2258 Wheatlands Drive			Manakin-Sabot	VA	23103	First Class Mail
Law Firm Of Russell R. Johnson III, PEC	Attn: Russell R. Johnson III and John M. Craig	2258 Wheatlands Drive			Manakin-Sabot	VA	23103	First Class Mail
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Law Firm Of Russell R. Johnson III, PEC	Attn: Russell R. Johnson III and John M. Craig	2258 Wheatlands Drive			Manakin-Sabot	VA	23103	First Class Mail
Law Firm Of Russell R. Johnson III, PEC	Attn: Russell R. Johnson III and John M. Craig	2258 Wheatlands Drive			Manakin-Sabot	VA	23103	First Class Mail
LeClairRyan PLLC	Attn: Ilan Markus and Niclas A. Ferland	545 Long Wharf Drive	9th Floor		New Haven	CT	06511	First Class Mail
LeClairRyan PLLC	Attn: Ilan Markus and Niclas A. Ferland	545 Long Wharf Drive	9th Floor		New Haven	CT	06511	First Class Mail
Levene, Neale, Bender, Yoo & Brill	Attn: David L. Neale and Todd M. Arnold	10250 Constellation Blvd.	Suite 1700		Los Angeles	CA	90067	First Class Mail
Lowenstein Sandler LLP	Attn: Kenneth A. Rosen and Terri Jane Freedman	One Lowenstein Drive			Roseland	NJ	07068	First Class Mail
Mayerson & Hartheimer, PLLC	Attn: Sandra E. Mayerson and David H. Hartheimer	845 Third Avenue	11th Floor		New York	NY	10022	First Class Mail
Mazurkraemer Business Law	Attn: Salene R.M. Kraemer	331 Jonquil Place			Pittsburgh	PA	15228	First Class Mail
Mcgrail & Bensinger LLP	Attn: Ilana Volkov	888-C 8th Avenue #107			New York	NY	10019	First Class Mail

Exhibit B

Additional Claimants Service List  
Served via first class mail

NAME	ADDRESS 1	ADDRESS 2	ADDRESS 3	ADDRESS 4	CITY	STATE	POSTAL CODE	METHOD OF SERVICE
Meyer, Suozzi, English & Klein, P.C.	Attn: Thomas R. Slome and Michael Kwiatkowski	990 Stewart Avenue	Suite 300	P.O. Box 9194	Garden City	NY	11530-9194	First Class Mail
Meyer, Suozzi, English & Klein, P.C.	Attn: Thomas R. Slome and Michael Kwiatkowski	990 Stewart Avenue	Suite 300	P.O. Box 9194	Garden City	NY	11530-9194	First Class Mail
Meyer, Suozzi, English & Klein, P.C.	Attn: Thomas R. Slome and Michael Kwiatkowski	990 Stewart Avenue	Suite 300	P.O. Box 9194	Garden City	NY	11530-9194	First Class Mail
Meyer, Suozzi, English & Klein, P.C.	Attn: Thomas R. Slome and Michael Kwiatkowski	990 Stewart Avenue	Suite 300	P.O. Box 9194	Garden City	NY	11530-9194	First Class Mail
Meyer, Suozzi, English & Klein, P.C.	Attn: Thomas R. Slome and Michael Kwiatkowski	990 Stewart Avenue	Suite 300	P.O. Box 9194	Garden City	NY	11530-9194	First Class Mail
Meyer, Suozzi, English & Klein, P.C.	Attn: Thomas R. Slome and Michael Kwiatkowski	990 Stewart Avenue	Suite 300	P.O. Box 9194	Garden City	NY	11530-9194	First Class Mail
Meyer, Suozzi, English & Klein, P.C.	Attn: Thomas R. Slome and Michael Kwiatkowski	990 Stewart Avenue	Suite 300	P.O. Box 9194	Garden City	NY	11530-9194	First Class Mail
Montgomery Mccracken Walker & Rhoads LL	Attn: Edward L. Schnitzer	437 Madison Avenue			New York	NY	10022	First Class Mail
Porzio, Bromberg & Newman, P.C.	Attn: John S. Mairo	156 West 56th Street	Suite 803		New York	NY	10019-3800	First Class Mail
Reed Smith, LLP	Attn: Christopher A. Lynch	599 Lexington Avenue	22nd Floor		New York	NY	10022	First Class Mail
RJB Lawyer, LLC	Attn: Robert J. Bruce	1543 Champa Street	Suite 400		Denver	CO	80202	First Class Mail
Ruskin Moscou Faltischek, P.C.	Attn: Michael S. Amato	1425 RXR Plaza	East Tower	15th Floor	Uniondale	NY	11556-1425	First Class Mail
Sebaly Shillito + Dyer	Attn: Robert G. Hanseman	1900 Kettering Tower	40 N. Main Street		Dayton	OH	45423	First Class Mail
Shook, Hardy & Bacon L.L.P.	Attn: Mark Moedritzer	2555 Grand Boulevard			Kansas City	MO	64108	First Class Mail
Shumaker, Loop & Kendrick, Llp	Attn: David J. Coyle	1000 Jackson Street			Toledo	OH	43604	First Class Mail
Smith, Gambrell & Russell, LLP	Attn: John G. McCarthy	1301 Avenue of the Americas	21st Floor		New York	NY	10019	First Class Mail
Tarter Krinsky & Drogin Llp	Attn: Scott S. Markowitz and Rocco A. Cavaliere	1350 Broadway	11th Floor		New York	NY	10018	First Class Mail
The Sarachek Law Firm	Attn: Joseph E. Sarachek	101 Park Avenue	27th Floor		New York	NY	10178	First Class Mail
Troutman Sanders LLP	Attn: Brett D. Goodman and Alissa K. Piccione	875 Third Avenue			New York	NY	10022	First Class Mail
Troutman Sanders LLP	Attn: Amy Pritchard Williams	301 S. College Street	Suite 3400		Charlotte	NC	28202	First Class Mail
Wachtel Missry LLP	Attn: Steven J. Cohen and Jason L. Libou	885 Second Avenue	47th Floor		New York	NY	10017	First Class Mail
Walsh Pizzi O'Reilly Falanga LLP	Attn: Christopher M. Hemrick	140 Broadway	46th Floor		New York	NY	10005	First Class Mail
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**Exhibit C**

## Exhibit C

Additional Parties Service List

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Gensburg Calandriello & Kanter, P.C.	Attn: Kenneth M. Florey and M. Neal Smith 631 E. Boughton Road Suite 200 Boilingbrook, IL 60440	First Class Mail



**Exhibit D**

## Exhibit D

Additional Parties Service List

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NAME	ADDRESS	METHOD OF SERVICE
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Ríos Gautier & Cestero C.S.P.	Attn: Carlos Ríos Gautier 27 González Giusti Street Suite 300 Guaynabo, PR 00968-3076	First Class Mail